ARNOLD & PORTER

CABLE: "ARFOPO!"

TELECOPIER: (202) 872-6720 .

TELEX: 89-2733

1200 NEW HAMPSHIRE AVENUE, N. W. WASHINGTON, D. C. 20036

J700 LINCOLN: STREET
DENVER, COLORADO 80203
(303) 863-1000:

(202) 872-6700

MURRAY H. BRING DIRECT LINE: (202) 872-6875 June 20, 1985

PRIVILEGED AND CONFIDENTIAL ATTORNEY WORK PRODUCT

Robert E. Northrip, Esq. Shook, Hardy & Bacon 1101 Walnut Kansas City, Missouri 64106

Grady M. Barnhill, Jr., Esq.
Womble Carlyle Sandridge
& Rice
2400 Wachovia Building
Winston-Salem, North Carolina
27102

Donald C. Cohn, Esq. Webster & Shefffield One Rockefeller Plaza New York, New York 10020

Dear Janet and Gentlemen:

John L. Strauch, Esq. Jones, Day, Reavis & Pogue 1700 Huntington Building Cleveland, Ohio 44115

Janet C. Brown, Esq.
Chadbourne, Park, Whiteside
& Wolff
30 Rockefeller Plaza
New York, New York 10112

As Bob and I indicated at the last meeting of National Counsel, our two firms have prepared a memorandum setting forth some tentative views on theories for defending the pending cases. A copy of that memorandum is enclosed herewith.

As we indicated at the meeting, this memorandum is not intended to be a definitive statement by Shook, Hardy and Arnold & Porter. Rather, it is a document which, hopefully, can provide a framework for further discussion. In that connection, we think it would be advisable to schedule a National Counsel meeting at some point in the near future devoted to a discussion of the issues encompassed in the attached memorandum.

With warm regards.

Sincerely yours,

Murray H. Bring

Enclosure

bc: Alexander Holtzman
Frederic S. Newman

2024958865